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# SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

#### **FORM 11-K**

# [X] ANNUAL REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 [NO FEE REQUIRED] for the fiscal year ended December 31, 2011

OR

# [ ] TRANSITION REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 [NO FEE REQUIRED] for the transition period from to

Commission File number: 1-13546

A. Full title of the plan and the address of the plan, if different from that of the issuer named below:

STMicroelectronics, Inc. 401(k) Savings Plan c/o STMicroelectronics, Inc. 750 Canyon Drive Suite 300 Coppell, Texas 75019

B. Name of issuer of the securities held pursuant to the plan and the address of its principal executive office:

STMicroelectronics N.V. 39, chemin du Champ-des-Filles 1228 Plan-les-Ouates Geneva, Switzerland



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Financial Statements and Supplemental Schedule As of and for the years ended December 31, 2011 and 2010

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#### Report of Independent Registered Public Accounting Firm

To the Participants and Retirement Committee of the STMicroelectronics, Inc. 401(k) Savings Plan Coppell, Texas

We have audited the accompanying statements of net assets available for benefits of the STMicroelectronics, Inc. 401(k) Savings Plan (the "Plan") as of December 31, 2011 and 2010, and the related statement of changes in net assets available for benefits for the years then ended. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. The Plan is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audits included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Plan as of December 31, 2011 and 2010, and the changes in net assets available for benefits for the years then ended, in conformity with accounting principles generally accepted in the United States of America.

Our audits were conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The accompanying supplemental Schedule of Assets (Held at End of Year) as of December 31, 2011 is presented for the purpose of additional analysis and is not a required part of the basic financial statements but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. This supplemental schedule is the responsibility of the Plan's management. The supplemental schedule has been subjected to the auditing procedures applied in the audits of the basic financial statements and, in our opinion, is fairly stated in all material respects in relation to the basic financial statements taken as a whole.

BDO USA, LLP

BDO USA, LLP

June 22, 2012 Dallas, Texas

# **Financial Statements**

### Statements of Net Assets Available for Plan Benefits

December 31,		2011		2010
Assets				
Investments, at fair value:  Mutual funds	ć	246,135,784	Ś	282,753,005
Money market funds	Ą	48,320,796	Ą	48,102,687
STMicroelectronics N.V. Stock Fund		3,790,387		5,641,781
Self-directed brokerage accounts		3,707,652		3,779,104
Total investments		301,954,619		340,276,577
Notes receivable from participants		3,409,126		5,393,183
Net assets available for plan benefits	\$	305,363,745	\$	345,669,760

See accompanying notes to financial statements.

### Statements of Changes in Net Assets Available for Plan Benefits

Years ended December 31,		2011	2010
Additions			
Investment income:	_		
Interest and dividends	\$	6,881,141 \$	5,802,334
Net (depreciation) appreciationin fair value of investments		(15 12 <i>4</i> 579)	30,020,605
investments		(15,134,578)	30,020,003
Total investment (loss) income		(8,253,437)	35,822,939
Interest on participant notes receivable		162,765	231,403
Contributions:		•	
Employer contributions		7,623,493	8,661,672
Participant contributions		12,971,283	13,889,096
Total contributions		20 504 774	22 550 749
Total contributions		20,594,776	22,550,768
Total additions		12,504,104	58,605,110
Deductions			
Benefits paid to participants		52,812,728	31,822,750
Administrative expenses		35,169	41,394
Total deductions		52,847,897	31,864,144
		(40.242.702)	26 740 066
Net (decrease) increasebefore transfer to qualified plan		(40,343,793)	26,740,966
Transfer of assets from qualified plan		37,778	
Net (decrease) increase		(40,306,015)	26,740,966
Net assets available for plan benefits, beginning			
of year		345,669,760	318,928,794
Net assets available for plan benefits, end of year	\$	305,363,745 \$	345,669,760

See accompanying notes to financial statements.

#### **Notes to Financial Statements**

#### 1. Plan Description

The following description of the STMicroelectronics, Inc. 401(k) Savings Plan (the "Plan") is provided for general information purposes only. Plan participants should refer to the plan document for a more comprehensive description of the Plan's provisions.

#### General

The Plan is a defined contribution 401(k) savings plan adopted on January 1, 1988 for the benefit of eligible employees of STMicroelectronics, Inc. ("STM/Company/Employer/Plan Administrator"). The Plan was established to provide for voluntary contributions by participants and automatic and matching contributions by the Employer. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

#### **Administration**

The Company is responsible for the administration and operation of the Plan. Fidelity Institutional Retirement Services Company, Inc. serves as the Plan's recordkeeper. Fidelity Management Trust Company is the Plan's trustee and responsible for the custody and management of the Plan's assets.

#### Eligibility

All employees of STM who are at least 18 years of age are eligible to participate in the Plan. Employees who are excluded from participating in the Plan are: (i) employees who are leased (as defined under code 414(n) of the Internal Revenue Service); (ii) an employee who is not a citizen of the United States, was transferred from employment with an affiliated company to employment with STM for temporary expatriate service in the United States and was not a participant in the superseded plan on December 31, 1995; (iii) an employee who is an intern or co-op participating in an intern or co-op program; or (iv) an employee who is bound by a collective bargaining agreement.

#### **Contributions**

Eligible employees may contribute up to 75% (or such lesser percentage as the President of the Company may specify from time to time), including catch-up contributions, of their compensation each pay period up to an annual before tax dollar limitation in accordance with guidance of the Internal Revenue Service. The Internal Revenue Service limitations were \$16,500 for 2011 and 2010, with an additional \$5,500 catch-up for employees 50 or older during the calendar year 2011 and 2010. Employer contributions are made by STM each payroll period of 100% of the participant's contribution up to 4% of participant's eligible compensation. An additional contribution is made by STM of 1% to 3% of each participant's eligible compensation, based on a participant's length of service. Rollover contributions are also made from a participant's personal or prior employer tax deferred retirement accounts. Participants can change or suspend their contributions at any time.

#### **Notes to Financial Statements**

#### **Participant Accounts**

Each participant's account is credited with the participant's contributions, contributions by STM, and net earnings of the Plan. Plan earnings are allocated based on the number of shares in each participant's account in each investment fund.

#### Vesting

Participants are immediately fully vested in both their contributions and STM contributions and the earnings thereon.

#### **Benefit Payments**

Upon termination of employment, retirement or death, participants or beneficiaries may elect to receive a single lump sum payment equal to the vested value of the participant's account, or rollover all or part of the vested account balance into an IRA or another qualified plan, as defined in the Plan document.

In-service withdrawals of pre-tax contributions are only allowed in cases of proven hardship. After-tax and rollover contributions can be withdrawn at any time. In addition, under certain circumstances relating to plans from previous acquisitions, a participant who has attained 59½ years of age may at any time make a withdrawal of all or any portion of the amount credited to their prior plan elective deferral account. Otherwise, a participant cannot withdraw any STM contributions until termination of employment.

#### **Forfeitures**

Forfeitures are primarily related to employees terminated prior to the change in vesting requirements on January 1, 2001. Forfeitures totaled approximately \$40,000 and \$33,000 for the years ended December 31, 2011 and 2010, respectively. Such forfeitures are used to reduce future contributions by STM.

#### Administrative Expenses

STM pays all administrative expenses of the Plan, except for participant loan fees, which are paid by each respective participant.

#### Notes Receivable from Participants

The Plan allows for participant loans. A loan made to a Plan participant shall be in an amount that is not less than \$1,000 and not more than 50% of the vested interest in the participant's account up to \$50,000. The repayment period for participant loans cannot exceed five years. At December 31, 2011 and 2010, loans bear interest at a range of 3.25% to 8.25% and are collateralized by the borrower's assignment of rights to their available account, as acknowledged by a promissory note. Participant loans are valued at unpaid principal plus accrued but unpaid interest, which approximates fair value. The Plan does not record an allowance for loan losses, as repayments of principal and interest are received through payroll deductions and the notes are collateralized by the participants' account balances.

#### **Notes to Financial Statements**

#### **Investment Options**

As of December 31, 2011 and 2010, participants of the Plan may allocate contributions among 44 and 42 investment options, respectively. Participants may transfer assets between and among funds. Additionally, participants may change the investment allocation of their contributions at any time. The maximum employee contribution to each of the STMicroelectronics N.V. Stock Fund and the self-directed brokerage account is set at 25% of eligible contributions.

#### 2. Summary of Significant Accounting Policies

#### Basis of Accounting

The accompanying financial statements have been prepared under the accrual method of accounting.

#### Effects of recent accounting pronouncements

In January 2010, the FASB issued new guidance for fair value measurements which requires more robust disclosures regarding (i) different classes of assets and liabilities measured at fair value, (ii) valuation techniques and inputs used, (iii) activities within Level 3 fair value hierarchy measurements (i.e. purchases and sales), and (iv) transfers between Levels 1, 2, and 3 of the fair value hierarchy. The new disclosures are effective for the first annual reporting period beginning after December 15, 2009, except for the roll forward of Level 3 assets and liabilities which is effective for annual reporting periods beginning after December 15, 2010. The Company adopted the required disclosures of this new guidance as of January 1, 2010 and expanded the additional disclosures described above as of January 1, 2011.

In May 2011, the FASB issued an amendment to the guidance on fair value measurement and disclosure requirements. The new guidance requires the disclosure of quantitative information about unobservable inputs used, a description of the valuation process used by the entity and a qualitative discussion about the sensitivity of the measurements. Additionally, entitiesmust report the level in the fair value hierarchy of assets and liabilities not recorded at fair value but for which fair value is disclosed. The amendment is effective for annual periods beginning on or after December 15, 2011. The Company will adopt the amendment when effective, but the new guidance is not expected to have a significant effect in these financial statements.

#### Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

#### Risks and Uncertainties

The Plan provides for various investment options of specified registered investment companies. The underlying investments held by the registered investment companies may include stocks, bonds, fixed income securities, mutual funds and other investment securities. Such investments are exposed to various risks, such as interest rate, market and credit risk. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the

#### **Notes to Financial Statements**

values of investment securities in the near term could materially affect participant account balances and the amounts reported in the statements of net assets available for plan benefits.

#### Investment Valuation and Income Recognition

Investments are valued under the fair value measurements and disclosures guidance set forth in the FASB Accounting StandardsCodification (the "Codification") (See note 5 "Fair Value Measurement"). Mutual funds represent investments with various investment managers. The fair value of these investments is determined by reference to the funds' underlying assets, which are principally marketable equity and fixed income securities. Shares held in mutual funds traded on national security exchanges are valued at net asset value per market quotations or official closing prices of the appropriate exchange as of December 31, 2011 and 2010. Money market mutual funds are valued at cost plus accrued interest, which approximates fair value. Brokerage accounts are self-directed accounts allowing participants to make individual investment decisions and include various investments primarily in common and preferred stocks, mutual funds and cash. The brokerage accounts are valued at quoted market prices or net asset values, as appropriate. The STMicroelectronics N.V. Stock Fund consists of corporate common stock that is valued at quoted market prices each day and interest bearing cash, the value of which approximates fair value. Purchases and sales of the investments within the Plan are reflected on a trade-date basis.

Additions are recognized when earned and deductions are recorded when incurred.

Dividend income is recorded on the ex-dividend date. Interest income is accrued as earned.

The Plan presents in the statements of changes in net assets available for plan benefits the net (depreciation) appreciationin fair value of investments, which consists of the net realized gains or losses and the net unrealized appreciation or depreciation of those investments.

#### Reclassification

Certain amounts in the prior year financial statements have been reclassified to conform to the current year presentation.

#### 3. Investments, at Fair Value

The fair values of individual investments that represent five percent or more of the Plan's net assets available for plan benefits at December 31, 2011 and 2010 were as follows:

#### **Notes to Financial Statements**

	2011	2010
Fidelity Retirement Government		
Money Market	\$ 42,200,596	\$ 43,896,041
Fidelity Contrafund Class K	37,573,796	44,787,347
Spartan U.S. Equity Index Fund	•	23,060,272
Spartan 500 Index Fund Instl	20,772,466	•
Fidelity Diversified International Fund Class K	-	19,308,932
PIMCO Total Return Fund - Admin		18,832,099
PIMCO Total Return Fund Instl	17,415,788	•
Spartan U.S. Bond Index Fund Instl	17,798,788	-
Fidelity Magellan Fund Class K		 17,604,374
Total investments above 5%	135,761,434	167,489,065
Total investments below 5%	 166,193,185	172,787,512
Total investments	\$ 301,954,619	\$ 340,276,577

The Plan's investments (including investments bought, sold and held during the year) depreciated in value by \$15,134,578 during the Plan year ended December 31, 2011, and appreciated in value by \$30,020,605 during the Plan year ended December 31, 2010, as follows:

	 2011	2010
Mutual funds	\$ (12,390,955) \$	29,196,848
Self-directed brokerage accounts	(637,621)	78,724
STMicroelectronics N.V. Stock Fund	 (2,106,002)	745,033
Net (depreciation) appreciation in fair value of		
investments	\$ (15,134,578) \$	30,020,605

#### 4. Concentration of Credit Risk

Each investment fund is diversified through a portfolio containing a wide variety of investments that fit the particular investment strategy and targeted composition. Further diversification is available to participants through participation in more than one fund. The quality of investments held in the fund portfolio reflects the expertise of the fund managers.

#### 5. Fair Value Measurement

The Codification establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurements) and the lowest priority to unobservable inputs (level 3 measurements). The three levels of the fair value hierarchy are described below:

Basis of Fair Value Measurement

#### **Notes to Financial Statements**

Level 1 - Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities;

Level 2 - Quoted prices for similar assets or liabilities in active markets; quoted prices for identical or similar assets or liabilities in inactive markets; and inputs other than quoted prices that are observable;

Level 3 - Prices or valuations that required inputs that are both significant to the fair value measurement and unobservable.

A financial instrument's level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement.

The following is a description of the valuation methodologies used for the investments measured at fair value, including the general classification of such instruments pursuant to the valuation hierarchy.

#### **Mutual Fund**

Mutual funds are investments registered under the Investment Company Act of 1940. The fair market value of the fund is based on its calculated net asset value (NAV) at the close of business of the appropriate exchange, considering the value of the fund assets at that time. The values of the assets are generally based on market quotations or official closing prices. The fair market value of the funds at December 31, 2011 is based on the fund's NAV, which is the price to sell one share of the fund. The NAV is readily available on the appropriate exchange.

#### Money Market Fund

Money market funds are mutual funds that invest in short-term debt securities such as US Treasury Bills and commercial paper. The NAVof the funds is based on calculations performed by Fidelity using the underlying investments. As such, the hierarchical level for the fair value inputs of these funds is based on the appropriate level of the investments contained in the fund. The underlying investments consist primarily of Mutual Funds with the characteristics described in mutual fund above. Further, the NAV of the funds are readily available on the appropriate exchange. As a result, these funds are classified as Level 1.

#### STMicroelectronics N.V. Stock Fund

The STMicroelectronics N.V. Stock Fund is comprised primarily of the stock of the parent company of the Plan sponsor, as well as short-term investments (interest-bearing cash) designed to allow for purchases and sales without the usual trade settlement period for individual stock transactions. The fair value of the fund is based on the per share price as quoted in an active market and weighted with the amount of cash held to settle daily transactions. The total fair value of the fund is classified as Level 1.

#### **Brokeragelink**

The Brokeragelink account is a self-directed brokerage account that allows participants to invest in a wide variety of securities. Depending upon the nature of the investments, the fair value inputs could be classified as Level 1, Level 2, or Level 3. At December 31, 2011 the majority of the investments in the Brokeragelink account were cash reserves, mutual funds, and publicly traded securities with quoted prices in active markets. As such, the value of the Brokeragelink

#### **Notes to Financial Statements**

account is classified as Level 1 in the fair value hierarchy with the exception of options and certificates of deposits which are classified as Level 2.

The following tables set forth by level within the fair value hierarchy, the Plan investments at fair value, as of December 31, 2011 and 2010.

		Level 1	at Fair Value a Level 2	Level 3	Total
		LEVEL	LEVEL Z	LCVC( 3	rocac
Mutual funds:					
Equity					
Growth	\$	65,419,223 \$	- \$	- \$	65,419,223
Value	·	7,349,403	•	-	7,349,403
Blend		46,155,962	-	-	46,155,962
Foreign		17,679,422	-	-	17,679,422
Emerging Markets		3,732,625	-	-	3,732,625
Real estate		7,879,632	-	-	7,879,632
Balanced funds		15,972,513	•	-	15,972,513
Target-date funds		36,519,326	-		36,519,326
Bonds		45,427,678		· •	45,427,678
Money market funds		48,320,796	-	-	48,320,796
STMicroelectronics N.V.		,			, ,
Stock Fund		3,790,387	_		3,790,387
Self-directed brokerage		3,770,507			-,,
accounts		3,691,804	15,848	-	3,707,652
accounts		3,071,004	13,010		3,707,002
Total investments	\$	301,938,771 \$  Investments	15,848 \$	as of Decemb	per 31, 2010
Total investments	\$				per 31, 2010
	\$	Investments	at Fair Value a	as of Decemb	301,954,619 per 31, 2010 Total
Mutual funds	\$	Investments	at Fair Value a	as of Decemb	per 31, 2010
Mutual funds Equity		Investments Level 1	at Fair Value a Level 2	as of Decemb Level 3	oer 31, 2010 Total
Mutual funds Equity Growth	\$	Investments Level 1  81,639,575 \$	at Fair Value a	as of Decemb	oer 31, 2010 Total 81,639,575
Mutual funds Equity Growth Value		Investments Level 1  81,639,575 \$ 8,539,093	at Fair Value a Level 2	as of Decemb Level 3	er 31, 2010 Total 81,639,575 8,539,093
Mutual funds Equity Growth Value Blend		Investments Level 1  81,639,575 \$ 8,539,093 54,445,542	at Fair Value a Level 2	as of Decemb Level 3	er 31, 2010 Total 81,639,575 8,539,093 54,445,542
Mutual funds Equity Growth Value Blend Foreign		Investments Level 1  81,639,575 \$ 8,539,093 54,445,542 27,843,931	at Fair Value a Level 2	as of Decemb Level 3	er 31, 2010 Total 81,639,575 8,539,093 54,445,542 27,843,931
Mutual funds Equity Growth Value Blend Foreign Emerging Markets		Investments Level 1  81,639,575 \$ 8,539,093 54,445,542 27,843,931 6,337,807	at Fair Value a Level 2	as of Decemb Level 3	81,639,575 8,539,093 54,445,542 27,843,931 6,337,807
Mutual funds Equity Growth Value Blend Foreign Emerging Markets Real estate		Investments Level 1  81,639,575 \$ 8,539,093 54,445,542 27,843,931 6,337,807 8,610,824	at Fair Value a Level 2	as of Decemb Level 3	81,639,575 8,539,093 54,445,542 27,843,931 6,337,807 8,610,824
Mutual funds Equity Growth Value Blend Foreign Emerging Markets Real estate Balanced funds		Investments Level 1  81,639,575 \$ 8,539,093 54,445,542 27,843,931 6,337,807 8,610,824 18,558,653	at Fair Value a Level 2	as of Decemb Level 3	81,639,575 8,539,093 54,445,542 27,843,931 6,337,807 8,610,824 18,558,653
Mutual funds Equity Growth Value Blend Foreign Emerging Markets Real estate Balanced funds Target-date funds		81,639,575 \$ 8,539,093 54,445,542 27,843,931 6,337,807 8,610,824 18,558,653 35,901,414	at Fair Value a Level 2	as of Decemb Level 3	81,639,575 8,539,093 54,445,542 27,843,931 6,337,807 8,610,824 18,558,653 35,901,414
Mutual funds Equity Growth Value Blend Foreign Emerging Markets Real estate Balanced funds Target-date funds Bonds		81,639,575 \$ 81,639,575 \$ 8,539,093 54,445,542 27,843,931 6,337,807 8,610,824 18,558,653 35,901,414 40,876,166	at Fair Value a Level 2	as of Decemb Level 3	81,639,575 8,539,093 54,445,542 27,843,931 6,337,807 8,610,824 18,558,653 35,901,414 40,876,166
Mutual funds Equity Growth Value Blend Foreign Emerging Markets Real estate Balanced funds Target-date funds Bonds Money market funds		81,639,575 \$ 8,539,093 54,445,542 27,843,931 6,337,807 8,610,824 18,558,653 35,901,414	at Fair Value a Level 2	as of Decemb Level 3	81,639,575 8,539,093 54,445,542 27,843,931 6,337,807 8,610,824 18,558,653 35,901,414
Mutual funds Equity Growth Value Blend Foreign Emerging Markets Real estate Balanced funds Target-date funds Bonds Money market funds STMicroelectronicsN.V.		81,639,575 \$ 8,539,093 54,445,542 27,843,931 6,337,807 8,610,824 18,558,653 35,901,414 40,876,166 48,102,687	at Fair Value a Level 2	as of Decemb Level 3	81,639,575 8,539,093 54,445,542 27,843,931 6,337,807 8,610,824 18,558,653 35,901,414 40,876,166 48,102,687
Mutual funds Equity Growth Value Blend Foreign Emerging Markets Real estate Balanced funds Target-date funds Bonds Money market funds STMicroelectronicsN.V.		81,639,575 \$ 81,639,575 \$ 8,539,093 54,445,542 27,843,931 6,337,807 8,610,824 18,558,653 35,901,414 40,876,166	at Fair Value a Level 2	as of Decemb Level 3	81,639,575 8,539,093 54,445,542 27,843,931 6,337,807 8,610,824 18,558,653 35,901,414 40,876,166 48,102,687
Mutual funds Equity Growth Value Blend Foreign Emerging Markets Real estate Balanced funds Target-date funds Bonds Money market funds STMicroelectronicsN.V. Stock Fund Self-directed brokerage		81,639,575 \$ 8,539,093 54,445,542 27,843,931 6,337,807 8,610,824 18,558,653 35,901,414 40,876,166 48,102,687 5,641,781	at Fair Value a Level 2  - \$	as of Decemb Level 3	81,639,575 8,539,093 54,445,542 27,843,931 6,337,807 8,610,824 18,558,653 35,901,414 40,876,166 48,102,687
Mutual funds Equity Growth Value Blend Foreign Emerging Markets Real estate Balanced funds Target-date funds Bonds Money market funds STMicroelectronicsN.V.		81,639,575 \$ 8,539,093 54,445,542 27,843,931 6,337,807 8,610,824 18,558,653 35,901,414 40,876,166 48,102,687	at Fair Value a Level 2	as of Decemb Level 3	81,639,575 8,539,093 54,445,542 27,843,931 6,337,807 8,610,824 18,558,653 35,901,414 40,876,166 48,102,687

#### **Notes to Financial Statements**

There were no significant transfers between Level 1 and Level 2 during the plan years ended December 31, 2011 and 2010.

#### 6. Party-In-Interest Transactions

Certain investments of the Plan are shares of funds managed by Fidelity Investments, Inc., a related party of Fidelity Management Trust Company. Fidelity Management Trust Company is the Plan's trustee, and therefore, these transactions are considered exempt party-in-interest transactions.

In addition, the Plan investments include purchases and sales of stock in STMicroelectronics N.V., the parent company of the Plan sponsor. At December 31, 2011 and 2010, the Plan held 726,848 and 640,863 shares, respectively, of the parent company's common stock, with a cost basis of \$7,869,287 and \$8,265,585, respectively.

#### 7. Plan Termination

Although it has not expressed any intent to do so, STM has the right under the Plan to discontinue contributions and may elect to terminate the Plan at any time, subject to the provisions of the plan document and ERISA. In the event of termination, partial termination, or discontinuance of the Plan, the Plan is required to pay any outstanding employer contributions due under the Plan and each participant shall be 100% vested in the Plan.

#### 8. Tax Status

The Plan obtained its latest determination letter on March 4, 2008, in which the Internal Revenue Service stated that the Plan, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code ("IRC"). Although the Plan has been amended since receiving the determination letter, the Plan Administrator believes the Plan is currently designed and being operated in compliance with the applicable requirements of the IRC. Therefore, no provision for federal or state income taxes has been included in the Plan's financial statements.

Accounting principles generally accepted in the United States of America require plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the organization has taken an uncertain position that more likely than not would not be sustained upon examination by the Internal Revenue Service. The Plan Administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2011 and 2010, there are no uncertain positions taken or expected to be taken that would require recognition of the liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan Administrator believes it is no longer subject to income tax examinations for years prior to 2007.

# **Supplemental Schedule**

#### Schedule H, line 4i - Schedule of Assets (Held at End of Year)

As of December 31, 2011

Plan Number: 001 (c) Description of Investment, Including (e) Identity of Issue, Borrower, Maturity Date, Rate of Interest, Current Number of Shares Value Collateral, Par, or Maturity Value (a) **Lessor or Similar Party** 3,707,652 N/A Brokeragelink **Various** 5,632 **Mutual Fund** 207,815 Harbor Capital Appreciation Instl 129,535 7,879,632 Cohen & Steers Realty Shares Mutual Fund Mutual Fund 1,602,188 17,415,788 Pimco Total Return Fund Instl Royce Value Plus Service Mutual Fund 227,405 2,740,227 142,088 4,183,081 Mutual Fund Vanguard Growth Index Fund Signal Mutual Fund 158,708 3,380,488 Vanguard Value Index Fund Signal 3,254,641 110,028 Mutual Fund RS Partners Class Y 308,051 5,948,460 John Hancock III Small Company Fund Class I Mutual Fund 371,618 4,381,376 Pimco Real Return Fund Mutual Fund 6,036,929 Mutual Fund 306,599 Vanguard Mid Cap Index FundInstl 24,461 770,736 Janus Overseas Fund Class I Mutual Fund Mutual Fund 5,610 214,283 Eagle Small Cap Growth Fund Class I 3,790,387 STMicroelectronics N.V. Stock Fund Stock Fund 726,848 Money Market Fund 6,120,200 6,120,200 Fidelity US Treasury Money Market Mutual Fund 674,968 5,831,726 Fidelity High Income Fund Fidelity Retirement Government Money 42,200,596 42,200,596 Money Market Fund Market 5,110,079 Fidelity Balanced Fund Class K Mutual Fund 281,082 Mutual Fund 557,392 37,573,796 Fidelity Contrafund Class K 12,195 262,183 Fidelity Disciplined Equity Fund Class K Mutual Fund 11,992,270 Fidelity Diversified International Fund Class K Mutual Fund 470,654 3,732,625 **Mutual Fund** 182,257 Fidelity Emerging Markets Fund Class K 96,123 3,968,915 Fidelity Equity Income Fund Class K Mutual Fund 2,098,874 Fidelity Export & Multinational Fund Class K Mutual Fund 101,591 Fidelity Fund Class K 44,490 1,385,415 **Mutual Fund** 178,584 4,916,415 Fidelity International Discovery Fund Class K Mutual Fund 8,495,868 **Mutual Fund** 237,979 Fidelity Low Priced Stock Fund Class K 12,249,748 Fidelity Magellan Fund Class K **Mutual Fund** 194,719 230,908 6,151,399 **Mutual Fund** Fidelity Mid Cap Stock Fund Class K 10,862,434 Fidelity Puritan Fund Class K **Mutual Fund** 614,391 86,696 979,664 Mutual Fund Fidelity Freedom K Income Fund Fidelity Freedom K 2000 Fund Mutual Fund 48,595 555,442 190,108 15,869 Mutual Fund Fidelity Freedom K 2005 Fund 204,276 2,471,737 Fidelity Freedom K 2010 Fund **Mutual Fund** 2,937,773 Fidelity Freedom K 2015 Fund 242,191 Mutual Fund 6,573,640 Fidelity Freedom K 2020 Fund **Mutual Fund** 528,853 3,754,618 Mutual Fund 301,818 Fidelity Freedom K 2025 Fund 8,191,605 Fidelity Freedom K 2030 Fund Mutual Fund 653.238 Fidelity Freedom K 2035 Fund 5,060,281 Mutual Fund 403,853 3,810,647 303,154 **Mutual Fund** Fidelity Freedom K 2040 Fund Fidelity Freedom K 2045 Fund Mutual Fund 99,073 1,254,260 739,552 Mutual Fund 58,463 Fidelity Freedom K 2050 Fund 1,510,933 17,798,788 Mutual Fund Spartan U.S. Bond Index Fundinstl 466,797 20,772,466 Spartan 500 Index Fund Instl Mutual Fund \$ 301,954,619 Total investments Interest rates range from 3.25% to 8.25%, N/A Participant Loans maturing between 1 year and 5 years and collateralized by the participant's account balance 3,409,126 \$ 305,363,745

**Total assets** 

EIN: 04-2495946

A party-in-interest as defined by ERISA.

#### **SIGNATURES**

The Plan. Pursuant to the requirements of the Securities Exchange Act of 1934, the trustees (or other persons who administer the Plan) have duly caused this Annual Report to be signed on its behalf by the undersigned hereunto duly authorized.

STMicroelectronics, Inc. 401(k) Savings Plan

Date: June <u>22</u>, 2012

Name: Steven K. Rose Title: Vice-President

Secretary & General Counsel STMicroelectronics, Inc.

#### **INDEX TO EXHIBITS**

Exhibit No.	Exhibit	Sequential Page
23	Consent of Independent Registered Public	
	Accounting Firm	22



#### Consent of Independent Registered Public Accounting Firm

STMicroelectronics, Inc. 401(k) Savings Plan Coppell, Texas

We hereby consent to the incorporation by reference in the Registration Statement on Form S-8 (333-109572) of STMicroelectronics NV of our report dated June 22, 2012, relating to the financial statements and supplemental schedule of STMicroelectronics, Inc. 401(k) Savings Plan which appear in this Form 11-K.

BDO USA, LLP

BDO USA, LLP Dallas, Texas

June 22, 2012